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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Add	ress of Rep	porting Person	* 2. Is	suer Nan	ne and	Ti	cker or Ti	adi	ng Syn	5. Relationship of Reporting (Check all applicable)	Person(s)) to Issuer	
BREYER JAN	MEC		Fac	ebook	Inc []	RTP	R 1			(Check all applicable)			
		0.5.111.\					nsaction (1	лм	DD/VVV	X _ Director	X 10%	6 Owner	
(Last) (First) (Middle)			3. D	ate of La	inest i	ıaı	isaction (i	V11V1/	<i>DD</i> /111		Other (specify		
C/O ACCEL	D A DTNI	FDC 428			5/	22	2/2012			below)			
UNIVERSITY							,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
CIVIVERSIII	(Street)	CL	4. If	Amendn	nent. Da	ate	Original	Fil	ed	6. Individual or Joint/Group	Filing (Ch	eck	
			(MM/	DD/YYYY)					Applicable Line)	8 (=		
PALO ALTO	, CA 943	801								V Francisco de la descritor Descritor De			
(City)	(State)	(Zip)								X Form filed by One Reporting Pe		n	
		Table I - Non		1		_				, or Beneficially Owned		T	
1.Title of Security (Instr. 3)			2. Trans. Date	2A. Deemed	3. Trans. Code	•	4. Securitie (A) or Disp			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership	7. Nature of Indirect	
				Execution Date, if	(Instr. 8)		(Instr. 3, 4 a			(Instr. 3 and 4)		Beneficial Ownership	
				any				(A)			or Indirect	(Instr. 4)	
					Code	v	Amount	or (D)	Price		(I) (Instr. 4)		
											1	By James	
												W. Breyer as	
												Trustee of James W.	
Class A Common Sto	ck		5/22/2012	2	C		10844263	A	\$0.00	10844263	I	Breyer	
												2005 Trust	
												dated	
												March 25, 2005 (1)	
			+	+		H					+	By James	
												W. Breyer as	
												Trustee of	
Class A Common Sto	olr.		5/22/2012	<u>.</u>	s		3375545	D	\$37.58	7468718	ı	James W. Breyer	
Class A Common Sto	CK.						3373343	ש	φ37.30	7400710	1	2005 Trust	
												dated	
												March 25, 2005 (1)	
			-	-		\vdash	ļ	_			+	By James	
												w.	
												Breyer as Trustee of	
												James W. Breyer	
Class A Common Sto	ck		5/22/2012	²	C		704263	A	\$0.00	704263	I	2011	
												Annuity Trust 1,	
												dated	
												March 10, 2011 (2)	
			+	+		\vdash		<u> </u>	-		+	By Accel	
Class A Common Sto	ck		5/22/2012	<u>'</u>	С		149527730	A	\$0.00	149527730	I	IX L.P.	
				 								(3)	
												By Accel	

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution	3. Trans. Code (Instr. 8)		4. Securitie (A) or Disp (Instr. 3, 4	osed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Date, if any	Code	v	Amount	(A) or (D)			Direct (D) or Indirect (I) (Instr. 4)	
Class A Common Stock	5/22/2012		s		43216317	D	\$37.58	106311413	I	IX L.P.
Class A Common Stock	5/22/2012		С		15931653	A	\$0.00	15931653	I	By Accel IX Strategic Partners L.P. (4)
Class A Common Stock	5/22/2012		s		4604228	D	\$37.58	11327425	I	By Accel IX Strategic Partners L.P. (4)
Class A Common Stock	5/22/2012		С		13939214	A	\$0.00	13939214	I	By Accel Investors 2005 L.L.C.
Class A Common Stock	5/22/2012		s		4028678	D	\$37.58	9910536	I	By Accel Investors 2005 L.L.C.
Class A Common Stock	5/22/2012		С		2422564	A	\$0.00	2422564	I	By Accel Growth Fund L.P.
Class A Common Stock	5/22/2012		s		2422564	D	\$37.58	0	I	By Accel Growth Fund L.P.
Class A Common Stock	5/22/2012		C		47291	A	\$0.00	47291	I	By Accel Growth Fund Strategic Partners L.P. (7)
Class A Common Stock	5/22/2012		S		47291	D	\$37.58	0	I	By Accel Growth Fund Strategic Partners L.P. (7)
Class A Common Stock	5/22/2012		С		32278	A	\$0.00	32278	I	By Accel Growth Fund Investors 2009 L.L.C.
Class A Common Stock	5/22/2012		s		32278	D	\$37.58	0	I	By Accel Growth Fund Investors 2009 L.L.C.

or Exercise	Date	Date, if	4. Trans. Code (Instr. 8)		Acquired (A Disposed of	A) or f (D)		on Date	of Securiti Underlyin Derivative	es g Security	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Form of Derivative Security: Direct (D)	Beneficial
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction	(I) (Instr. 4)	
(9)	5/22/2012		С			10161282	(9)	(9)	Class B Common Stock (10)	10211171	\$0.00	0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25 2005 (1)
(10)	5/22/2012		С		10211171		(10)	(10)	Class A Common Stock	10211171	\$0.00	10350315	I	By James W. Breyer as Trustee o James W. Breyer 2005 Trust dated March 25 2005
(11)	5/22/2012		С			630000	(11)	(11)	Class B Common Stock (10)	633092	\$0.00	0	I	By James W. Breyer as Trustee of James W. Breyer 2005 Trust dated March 25 2005 (1)
(10)	5/22/2012		С		633092		(10)	(10)	Class A Common Stock	633092	\$0.00	10983407	I	By James W. Breyer as Trustee o James W. Breyer 2005 Trust dated March 25 2005 (1)
(10)	5/22/2012		С			10844263	(10)	(10)	Class A Common Stock	108442643	\$0.00	139144	I	By James W. Breyer as Trustee o James W. Breyer 2005 Trust dated March 25 2005 (1)
(9)	5/22/2012		С			630823	(9)	(9)	Class B Common Stock (10)	633920	\$0.00	0	I	By James W. Breyer as Trustee o James W. Breyer 2011 Annuity Trust 1, dated March 10
	(10)	Conversion or Exercise Price of Derivative Security (9) 5/22/2012 (10) 5/22/2012 (10) 5/22/2012	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Price of Price of Poerivative Security	Conversion or Exercise Price of Depting any Code Cod	Conversion of Exercise Price of Derivative Securities Security Security	Conversion of Exercise Price of Derivative Securities Execution Conde	Conversion Core Exercise Price of Date Execution Code Date, if any Code V (A) (D) Date Expiration Date Code V (A) (D) Date Expiration Date Expiration Date Expiration Date Expiration Date Expiration Date Expiration Date Date	Conversion Dute of Exercise Price of Dute Execution Price of Price of Dute Security Price of Dute Security Price of Dute Security Price of Dute Security Securit	Conversion Date of Exercise Date of Code Date of Code o	Conversion Date Demonstrative Demonstr	Conversion Date December Executive December Executive December December	Conversion Date Defended Execution Date Execution Date Execution Date Defended Defended

1. Title of Derivate Security	ble II - Do	3. Trans.	3A. Deemed	4.		5. Number of	of	6. Date Exe	rcisable	7. Title an	d Amount	8. Price of	9. Number		11. Nature
(Instr. 3)	or Exercise Price of Derivative Security	Date	Date	Execution Date, if any	Trans Code (Instr 8)		Acquired (A Disposed of	posed of (D) str. 3, 4 and 5) Derivative Security (Instr. 3 and 4) (Instr. 5) Securitie Beneficial Owned					derivative Securities Beneficially	Form of Derivative	Beneficia Ownershi (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr.	
Class B Common Stock (10)	(10)	5/22/2012		С		633920		(10)	(10)	Class A Common Stock	633920	\$0.00	649381	I	Trustee of James W Breyer 2011 Annuity Trust 1, dated March 10 2011
Series C Convertible Preferred Stock (11)	(11)	5/22/2012		С			70000	(11)	(11)	Class B Common Stock (10)	70343	\$0.00	0	I	By James W. Breyer as Trustee o James W Breyer 2011 Annuity Trust 1, dated March 10 2011
Class B Common Stock (10)	(10)	5/22/2012		С		70343		(10)	(10)	Class A Common Stock	70343	\$0.00	719724	I	By James W. Breyer as Trustee o James W Breyer 2011 Annuity Trust 1, dated March 10 2011
Class B Common Stock (10)	(10)	5/22/2012		С			704263	(10)	(10)	Class A Common Stock	704263	\$0.00	15461	Ī	By James W. Breyer as Trustee of James W Breyer 2011 Annuity Trust 1, dated March 10
Series B Convertible Preferred Stock	(9)	5/22/2012		С			139733902	(9)	(9)	Class B Common Stock	140419959	\$0.00	0	I	By Accel IX L.P.
Class B Common Stock (10)	(10)	5/22/2012		С		140419959		(10)	(10)	Class A Common Stock	140419959	\$0.00	140419959	I	By Accel IX L.P.
Series C Convertible Preferred Stock	(11)	5/22/2012		С			9063280	(11)	(11)	Class B Common Stock (10)	9107771	\$0.00	0	I	By Accel IX L.P.
Class B Common Stock (10)	(10)	5/22/2012		С		9107771		(10)	(10)	Class A Common Stock	9107771	\$0.00	149527730	I	By Accel IX L.P.
Class B Common Stock (10)	(10)	5/22/2012		С			149527730	(10)	(10)	Class A Common Stock (12)	149527730	\$0.00	0	I	By Accel IX L.P.
Series B Convertible Preferred Stock	(9)	5/22/2012		С			14888296	(9)	(9)	Class B Common Stock	14961394	\$0.00	0	I	By Accel IX Strategic Partners

Ta	ble II - De	erivative	Securit	ies B	en	eficially (Owned (e.g., puts	s, calls, v	varrants	, options	, convert	ible secur	rities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans Code (Instr 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exe and Expirati		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr.	
(9)										(10)					L.P. ⁽⁴⁾
Class B Common Stock (10)	(10)	5/22/2012		С		14961394		(10)	(10)	Class A Common Stock	14961394	\$0.00	14961394	I	By Accel IX Strategic Partners L.P. (4)
Series C Convertible Preferred Stock	(11)	5/22/2012		С			965520	(11)	(11)	Class B Common Stock	970259	\$0.00	0	I	By Accel IX Strategic Partners L.P. (4)
Class B Common Stock (10)	(10)	5/22/2012		С		970259		(10)	(10)	Class A Common Stock	970259	\$0.00	15931653	I	By Accel IX Strategic Partners L.P. (4)
Class B Common Stock (10)	(10)	5/22/2012		С			15931653	(10)	(10)	Class A Common Stock (12)	15931653	\$0.00	0	I	By Accel IX Strategic Partners L.P. (4)
Series B Convertible Preferred Stock	(9)	5/22/2012		С			13026232	(9)	(9)	Class B Common Stock	13090187	\$0.00	0	I	By Accel Investors 2005 L.L.C.
Class B Common Stock (10)	(10)	5/22/2012		С		13090187		(10)	(10)	Class A Common Stock	13090187	\$0.00	13090187	I	By Accel Investors 2005 L.L.C.
Series C Convertible Preferred Stock	(11)	5/22/2012		С			844880	(11)	(11)	Class B Common Stock	849027	\$0.00	0	I	By Accel Investors 2005 L.L.C.
Class B Common Stock (10)	(10)	5/22/2012		С		849027		(10)	(10)	Class A Common Stock	849027	\$0.00	13939214	I	By Accel Investors 2005 L.L.C.
Class B Common Stock (10)	(10)	5/22/2012		С			13939214	(10)	(10)	Class A Common Stock	13939214	\$0.00	0	I	By Accel Investors 2005 L.L.C.
Class B Common Stock (10)	(10)	5/22/2012		С			2422564	(10)	(10)	Class A Common Stock (13)	2422564	\$0.00	7527256	I	By Accel Growth Fund L.P.
Class B Common Stock (10)	(10)	5/22/2012		С			47291	(10)	(10)	Class A Common Stock	47291	\$0.00	146939	I	By Accel Growth Fund Strategic Partners L.P. (7)
Class B Common Stock (10)	(10)	5/22/2012		С			32278	(10)	(10)	Class A Common Stock (13)	32278	\$0.00	100292	I	By Accel Growth Fund Investors 2009 L.L.C.

Explanation of Responses:

- (1) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2005 Trust dated March 25, 2005.
- (2) Shares held of record by James W. Breyer as Trustee of the James W. Breyer 2011 Annuity Trust 1, dated March 10, 2011.
- (3) The reporting person is one of the Managing Members of Accel IX Associates L.L.C. ("A9A"), which is the General Partner of Accel IX L.P. ("Accel IX"), and may be deemed to share voting and investment power over the securities held by Accel IX. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) The reporting person is one of the Managing Members of A9A, which is the General Partner of Accel IX Strategic Partners L.P. ("Accel SP"), and may be deemed to share voting and investment power over the securities held by Accel SP. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (5) The reporting person is one of the Managing Members of Accel Investors 2005 L.L.C. ("Accel 2005"), and may be deemed to share voting and investment power over the securities held by Accel 2005. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (6) The reporting person is one of the Managing Members of Accel Growth Fund Associates L.L.C ("AGFA"), which is the General Partner of Accel Growth Fund L.P. ("Accel Growth"), and may be deemed to share voting and investment power over the securities held by Accel Growth. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (7) The reporting person is one of the Managing Members of AGFA, which is the General Partner of Accel Growth Fund Strategic Partners L.P. ("Accel Growth SP"), and may be deemed to share voting and investment power over the securities held by Accel Growth SP. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (8) The reporting person is one of the Managing Members of Accel Growth Fund Investors 2009 L.L.C. ("Accel Growth 2009"), and may be deemed to share voting and investment power over the securities held by Accel Growth 2009. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (9) Each share of the issuer's Series B Convertible Preferred Stock automatically converted into 1.00491 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, and had no expiration date.
- (10) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares and has no expiration date.
- (11) Each share of the issuer's Series C Convertible Preferred Stock automatically converted into 1.004909 shares of the issuer's Class B Common Stock on May 22, 2012 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, and had no expiration date.
- (12) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (13) The shares of Class B Common Stock automatically converted into Class A Common Stock on a 1-for-1 basis in connection with the transfer of such shares.

Reporting Owners

Paparting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
BREYER JAMES C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	X								

Signatures

/s/ Michael Johnson as attorney-in-fact for James W. Breyer

5/22/2012

Date

** Signature of Reporting Person

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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